



Union Tank Car Company

39 South LaSalle Street
Chicago, Illinois 60603
312/372-9500

Arthur B. Hillman
Secretary and
Assistant General Counsel

RECORDATION NO. 8150-H FILED 1985

No.

Date ... JAN 10 1984 ...

Fee \$ 20.00 ...

ICC Washington, D. C.

JAN 10 1984 -4 10 PM

January 4, 1984

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 8150-T FILED 1985

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JAN 10 1984 -4 10 PM

INTERSTATE COMMERCE COMMISSION

Dear Sir:

We transmit to you herewith by registered mail for recordation, pursuant to 49 U.S.C. Sec. 11303, an original and two certified counterparts of the Fifth Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated October 20, 1983, by and between Union Tank Car Company, 39 South LaSalle Street, Chicago, Illinois 60603 (the "Company") and Chemical Bank, 55 Water Street, New York, New York 10041 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 15, 1975, between the Company and the Bank. The Supplemental Agreement evidences the substitution under said Equipment Trust Agreement of 11 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto.

Also enclosed for recordation is an original and two certified counterparts of a Bill of Sale to the Company from the Bank, which Bill of Sale relates to the 28 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the Bill of Sale are more fully described in Schedule B attached hereto. The Bill of Sale releases the Equipment from the encumbrance created by the Equipment Trust Agreement.

The Supplemental Agreement and the Bill of Sale should be recorded as supplements to the Equipment Trust Agreement dated as of December 15, 1975, which was recorded with your office on December 22, 1975, and assigned recordation number 8150. We enclose herewith our check in the amount of \$20 payable to the Interstate Commerce Commission to cover the recordation fees.

RECEIVED
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O.C.
OPERATION BR.



A MEMBER OF THE MARMON GROUP OF COMPANIES

Page -2-

January 4, 1984
Secretary

Please return the original copy of the Supplemental Agreement and the Bill of Sale to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "A. B. Hillman".

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Arthur B. Hillman
Secretary & Assistant General Counsel
Union Tank Car Company
39 South LaSalle Street
Chicago, Illinois 60603

January 10, 1984

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/10/83 at 4:10PM and assigned recordation number(s). 8150-H, 8150-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SCHEDULE A *QdV*

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Description Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
4	TM	14,000	UTLX 24542, 24552- 24554
6	TM	30,612	UTLX 40849, 40851, 40854-40856, 40858
<u>1</u>	TM	20,000	UTLX 67254
11 Total			

Release

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Road Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>
BCIT841184	Box Car	70 Ton
BCIT841366	Box Car	70 Ton
CNI 99549	Gondola	4,000 Cuft.
CNI 99563	Gondola	4,000 Cuft.
UNPX 102078	Gondola	4,000 Cuft.
UTCX 43718	LO	4,750 Cuft.
UTCX 43721	LO	4,750 Cuft.
UTCX 45509	LO	4,750 Cuft.
UTCX 45510	LO	4,750 Cuft.
UTCX 45556	LO	4,750 Cuft.
UTCX 45558	LO	4,750 Cuft.
UTCX 45568	LO	4,750 Cuft.
UTCX 45609	LO	4,750 Cuft.
UTCX 45670	LO	4,750 Cuft.
UTCX 45738	LO	4,750 Cuft.
UTCX 45740	LO	4,750 Cuft.
UTCX 45760	LO	4,750 Cuft.
UTCX 45797	LO	4,750 Cuft.
UTLX 12092	TM	14,500 Gal.
UTLX 40697	TM	30,000 Gal.
UTLX 42974	TA	20,000 Gal.
UTLX 70048	TM	13,500 Gal.
UTLX 70049	TM	13,500 Gal.
UTLX 74718	TM	23,500 Gal.
UTLX 75331	TM	23,500 Gal.
UTLX 75349	TM	23,500 Gal.
UTLX 75857	TM	20,000 Gal.
UTLX 96191	TP	25,700 Gal.

Number of Cars: 28

STATE OF ILLINOIS)
COUNTY OF COOK)

8150-1
RECORDATION NO. _____ Filed 1435

JAN 10 1984 -4 10 PM

CERTIFICATE

INTERSTATE COMMERCE COMMISSION

The undersigned, Carol D'Ascenzo, a Notary Public in and for said County, states that she compared the attached copy of the Bill of Sale dated the 12th day of December, 1983, from Chemical Bank to Union Tank Car Company with the original document, and certifies that it is a true and correct copy in all respects.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 4th day of January, 1984.

Carol D'Ascenzo

Notary Public

BILL OF SALE

Chemical Bank

as Trustee under Equipment Trust Agreement

Dated as of December 15, 1975 (Series 13)

to

Union Tank Car Company

KNOW ALL MEN BY THESE PRESENTS, that Chemical Bank (the "Bank"), as Trustee under that certain Equipment Trust Agreement dated as of December 15, 1975 (the "Agreement"), by and between the Bank, as Trustee, and Union Tank Car Company (the "Company"), in consideration of the conveyance to the Bank, as Trustee, of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and of the compliance by the Company with the terms of the Agreement, and particularly Section 5.06 thereof, with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, has sold, assigned, transferred, set over and delivered, and by these presents does hereby sell, assign, transfer, set over and deliver unto the Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by the Company to the Bank, as Trustee aforesaid, pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto annexed and by reference incorporated herein, hereby warranting that such Equipment is free and clear from all liens and encumbrances of the Bank.

RECORDATION NO. 81502
JAN 10 1984 - 4 10 PM
INTERSTATE COMMERCE COMMISSION

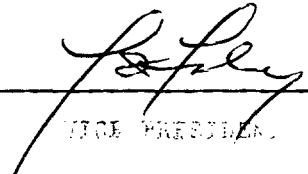
TO HAVE AND TO HOLD the said Equipment unto the Company and its successors and assigns forever.

This Bill of Sale releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission on December 22, 1975, and assigned recordation number 8150.

IN WITNESS WHEREOF, the Bank, as Trustee aforesaid, has caused this instrument to be duly executed by a proper corporate officer thereunto duly authorized, and its corporate seal to be hereunto affixed and attested, this 12 day of December, 1983.

CHEMICAL BANK

By


VICE PRESIDENT

(CORPORATE SEAL)

ATTEST:

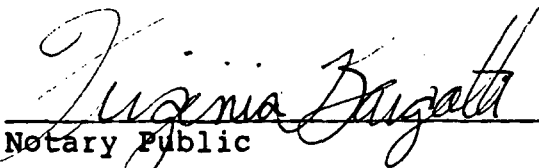


Its

Assistant Secretary

STATE OF NEW YORK)
) SS
COUNTY OF NEW YORK)

On this 12 day of December, 1983, before me, a Notary Public in and for said County, personally appeared _____
T. J. FOLEY and Glenn E. Mitchell to me personally known, who being by me duly sworn did say that they are respectively VICE PRESIDENT and Assistant Secretary of Chemical Bank, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by authority of the Board of Directors, and said _____
T. J. FOLEY and Glenn E. Mitchell acknowledged that the execution of the foregoing instrument was the free act and deed of said Bank.


Notary Public

My Commission Expires:

VIRGINIA BARAZOTTI
Notary Public, State of New York
No. 41-4734647
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1985

Delmar

SCHEDULE B

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<u>Road Number</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity</u>
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